

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ALABAMA
SOUTHERN DIVISION**

In re:)	
)	
SHOOK & FLETCHER INSULATION)	Case No. 02-02771-BGC-11
)	Chapter 11
Debtor-In-Possession.)	

**DECLARATION OF DISINTERESTED BY
R. SCOTT WILLIAMS**

I, R. Scott Williams, state:

1. I am a member of the law firm Haskell Slaughter Young & Rediker, LLC. My principal business address is 1901 6th Avenue North, Suite 1200, Birmingham, Alabama 35203. I am admitted to practice law in the State of Alabama and before the United States District Court for the Northern District of Alabama.

2. I was retained by the Debtor in December 2001 for purposes of serving as legal representative pursuant to section 524(g) of the United States Bankruptcy Code.

3. I was engaged pursuant to previously filed engagement letter dated December 13, 2001.

4. I retained the services of Robert Fishman of the law firm of Shaw Gussis Fishman Glantz & Wolfson, LLC to serve as my counsel in the above-noted undertaking.

5. Prior to this engagement and currently, I and my law firm have no active representation of any of the parties-in-interest in the above-styled bankruptcy case, I am not a creditor of the Debtor, and am eligible to serve as legal representative, pursuant to Bankruptcy Code, Section 524(g).

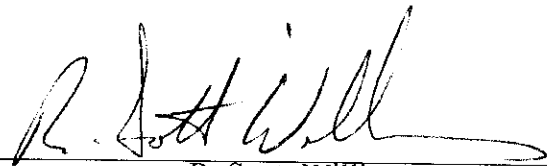
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U.S. DISTRICT COURT
N.D. OF ALABAMA

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6. In the event I am approved by the Court, I will accept the responsibility to serve as the legal representative to the best of my knowledge and abilities.

I declare under penalty of perjury that the foregoing and correct to the best of my knowledge and belief.

Respectfully submitted this 16th day of April, 2002.

A handwritten signature in black ink, appearing to read "R. Scott Williams", written over a horizontal line.

R. Scott Williams

OF COUNSEL:

HASKELL SLAUGHTER YOUNG & REDIKER, L.L.C.
1200 AmSouth/Harbert Plaza
1901 Sixth Avenue North
Birmingham, Alabama 35203
(205) 251-1000

CERTIFICATE OF SERVICE

I hereby certify that I have served a copy of the foregoing upon counsel of record by placing a copy of same in the United States mail, first class postage prepaid, and addressed as follows:

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Office of the Bankruptcy Administrator
United States Bankruptcy Court
Robert S. Vance Federal Building
1800 5th Avenue North
Birmingham, Alabama 35203

AmSouth Bank

John Ketting, Loan Officer
AmSouth Bank of Alabama
Main Office of Birmingham
1900 – 5th Avenue North
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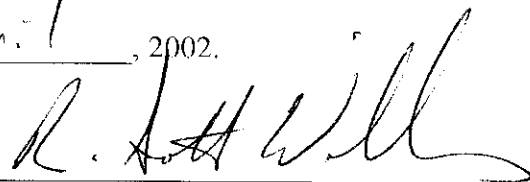
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*Counsel for Travelers Casualty and Surety
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DONE this the 16th day of April, 2002.



Of Counsel